

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :

DPH HOLDINGS CORP., et al., :

Reorganized Debtors, :

Chapter 11
Case No. 05-44481 (RDD)
(Post Confirmation)
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:
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**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND APPLIED BIOSYSTEMS, LLC PROVIDING APPLIED
BIOSYSTEMS, LLC AN ALLOWED GENERAL UNSECURED
NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. §502(h)**

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases
(collectively, the “Reorganized Debtors”) and Applied Biosystems, LLC (“Applied”)
respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And
Applied Biosystems, LLC Providing Applied Biosystems, LLC An Allowed General Unsecured
Non-Priority Claim Pursuant To 11 U.S.C. § 502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its
subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former
debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”),
filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-
1330, as then amended, in the United States Bankruptcy Court for the Southern District of New
York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary
proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and
recover certain amounts (the “Transfers”) from Applied.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified* (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors, on the one hand, and Applied and Life Technologies Corporation, on the other hand, entered into a settlement agreement dated July 12, 2013 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the parties agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Applied should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Applied stipulate and agree as follows:

Pursuant to 11 U.S.C. 502(h), Applied shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 12th day of November, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: November 8, 2013
Detroit, Michigan

DPH Holdings Corp., *et al.*
By their Attorneys,
BUTZEL LONG, a professional corporation

By: /s/ David J. DeVine
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Dated: November 8, 2013
Albany, New York

Applied Biosystems, LLC
By its Attorneys,
LEMERY GREISLER LLC

By: /s/ Daniel J. Tyson
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